

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : Case No. 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**STIPULATION AND ORDER REGARDING WONG OBJECTION TO DERIVATIVES
PROCEDURES ORDERS**

Lehman Brothers Holding, Inc. ("LBHI") and the other debtors in the above-captioned chapter 11 cases (together with LBHI, the "Debtors"), on the one hand, and Ka Kin Wong, Siu Lui Ching, Chun Ip, Jin Liu, Yin Ying Leung, Lai Mei Chan, and Sing Heung ("Wong Plaintiffs," and, together with the Debtors, the "Parties" and each a "Party"), on the other hand, by and through their respective counsel, hereby enter into this Stipulation and Order and represent and agree as follows:

A. On November 13, 2008, the Debtors, pursuant to Sections 105 and 365 of the Bankruptcy Code (the "Bankruptcy Code") and Rules 6006 and 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") moved the Court for entry of an order establishing procedures for the assumption and assignment (the "Assumption and Assignment Procedures") of derivative contracts (the "Derivative Contracts") the Debtors entered into with various counterparties (the "Counterparties") and the settlement of claims arising from the termination of Derivative Contracts (the "Termination and Settlement Procedures" and, together with the Assumption and Assignment Procedures, the "Procedures") (the "Motion") [**Docket No. 1498**].

B. After a hearing (the "First Hearing") having been held on December 16, 2008 to

consider the relief requested in the Motion, an order was entered on December 16, 2008 [**Docket No. 2257**] granting the relief requested in the Motion (the “Derivatives Procedures Order”) except as to the Derivative Contracts in respect of which the Remaining Objectors (as defined in the Derivatives Procedures Order) filed an objection (the “Remaining Derivative Contracts”).

C. A subsequent hearing on the Motion as to the Remaining Derivative Contracts was held on January 14, 2009 (the “Second Hearing”), and on January 15, 2009, an order was entered supplementing the Derivatives Procedures Order (the “First Supplemental Order” [**Docket No. 2557**] and, together with the Derivatives Procedures Order, the “Derivatives Procedures Orders”).

D. On May 13, 2009, Ka Kin Wong, Siu Lui Ching, Chun Ip, Jin Liu, Yin Ying Leung, Lai Mei Chan, and Sing Heung (the “Wong Plaintiffs”) filed their Motion for Relief from Derivatives Procedures Orders and Objection to Debtors’ Motion for an Order Pursuant to Sections 105 and 305 of the Bankruptcy Code to Establish Procedures for the Settlement or Assumption and Assignment of Prepetition Derivatives Contracts (the “Wong Objection”) [**Docket No. 3566**].

IT IS HEREBY STIPULATED, AGREED AND, UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:

1. The Wong Objection has been resolved pursuant to the terms of this Stipulation.
2. The terms of the Assumption and Assignment Procedures of the Derivatives Procedures Order shall not be applicable to any Derivatives Contracts related to the series transactions identified on Exhibit 1 attached hereto and described in the Wong Objection.
3. Nothing herein is a determination or admission regarding whether the Wong Plaintiffs are parties in interest in the Debtors’ chapter 11 cases or have standing to object to the

Motion; each of the Parties reserves all of its rights with respect to such issues.

4. Nothing herein shall modify any portion of the Derivatives Procedures Orders except as expressly set forth in paragraph 2 hereof.

5. This Stipulation shall have no force or effect unless and until it is approved by this Court.

6. This Stipulation may be amended, superseded, terminated, or otherwise modified only by a signed writing executed by the Parties.

7. The person who executes this Stipulation by or on behalf of each respective Party represents and warrants that he or she has been duly authorized and empowered to execute and deliver this Stipulation on behalf of such Party.

8. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument, and it shall constitute sufficient proof of this Stipulation to present any copy, copies, electronic copies, or facsimiles signed by the Parties here to be charged.

9. This Stipulation shall inure to the benefit of, and shall be binding upon, the Parties hereto and their respective successors and assigns.

10. This Stipulation shall be governed by the laws of the State of New York, without regard to the application of New York's conflict of law principles.

AGREED TO:

Dated: September 22, 2009
New York, New York

/s/ Robert Lemons

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Attorneys for Ka Kin Wong, Siu Lui Ching,
Chun Ip, Jin Liu, Yin Ying Leung, Lai Mei
Chan, and Sing Heung

SO ORDERED:

Dated: September __, 2009
New York, New York

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

| <u>Series</u> | <u>ISIN</u> |
|----------------------|--------------------|
| Series 9; Tranche A | XS0189470726 |
| Series 9; Tranche B | XS0189471377 |
| Series 10; Tranche A | XS0193554622 |
| Series 10; Tranche B | XS0193555199 |
| Series 11; Tranche A | XSO195869879 |
| Series 11; Tranche B | XS0195870299 |
| Series 11; Tranche C | XS0195870612 |
| Series 11; Tranche D | XS0195870968 |
| Series 12; Tranche A | XS0200468998 |
| Series 12; Tranche B | XS0200469376 |
| Series 15; Tranche A | XS0208476035 |
| Series 15; Tranche B | XS0208476464 |
| Series 16; Tranche A | XS0209692960 |
| Series 16; Tranche B | XS0209693349 |
| Series 17; Tranche A | XS0214180720 |
| Series 17; Tranche B | XS0214180993 |
| Series 18; Tranche A | XS0213743775 |
| Series 18; Tranche B | XS0213744070 |
| Series 19; Tranche A | XS0220695604 |
| Series 19; Tranche B | XS0220695943 |
| Series 20; Tranche A | XS0225019842 |
| Series 20; Tranche B | XS0225020261 |
| Series 20; Tranche C | XS0225020774 |
| Series 20; Tranche D | XS0225020931 |
| Series 21; Tranche A | XS0227396974 |
| Series 21; Tranche B | XS0227397436 |
| Series 21; Tranche C | XS0227397865 |
| Series 22; Tranche A | XS0236382585 |

| <u>Series</u> | <u>ISIN</u> |
|----------------------|--------------------|
| Series 22; Tranche B | XS0236382742 |
| Series 22; Tranche C | XS0236382825 |
| Series 23; Tranche A | XS0243200143 |
| Series 23; Tranche B | XS0243200812 |
| Series 23; Tranche C | XS0243201463 |
| Series 23; Tranche D | XS0243201620 |
| Series 25; Tranche A | XS0252325005 |
| Series 25; Tranche B | XS0252325690 |
| Series 25; Tranche C | XS0252326318 |
| Series 25; Tranche D | XS0252327399 |
| Series 26; Tranche A | XS0258956738 |
| Series 26; Tranche B | XS0258956902 |
| Series 26; Tranche C | XS0258957207 |
| Series 27; Tranche A | XS0266951804 |
| Series 27; Tranche B | XS0266952281 |
| Series 27; Tranche C | XS0266952794 |
| Series 27; Tranche D | XS0266953255 |
| Series 28; Tranche A | XS0272928879 |
| Series 28; Tranche B | XS0272929091 |
| Series 28; Tranche C | XS0272929414 |
| Series 28; Tranche D | XS0272929687 |
| Series 29; Tranche A | XS0279846223 |
| Series 29; Tranche B | XS0279848609 |
| Series 29; Tranche C | XS0279848195 |
| Series 29; Tranche D | XS0279848948 |
| Series 30; Tranche A | XS0285418215 |
| Series 30; Tranche B | XS0285419023 |
| Series 30; Tranche C | XS0285419619 |
| Series 30; Tranche D | XS0285420468 |
| Series 31; Tranche A | XS0296675605 |

| <u>Series</u> | <u>ISIN</u> |
|----------------------|--------------------|
| Series 31; Tranche B | XS0296677056 |
| Series 31; Tranche C | XS0296675944 |
| Series 31; Tranche D | XS0296677486 |
| Series 32; Tranche A | XS0311435787 |
| Series 32; Tranche B | XS0311438377 |
| Series 32; Tranche C | XS0311436082 |
| Series 32; Tranche D | XS0311438708 |
| Series 33; Tranche A | XS0318915823 |
| Series 33; Tranche B | XS0318916631 |
| Series 33; Tranche C | XS0318916128 |
| Series 33; Tranche D | XS0318916987 |
| Series 34; Tranche A | XS0338557704 |
| Series 34; Tranche B | XS0338558181 |
| Series 35; Tranche A | XS0348459131 |
| Series 35; Tranche B | XS0348459487 |
| Series 36; Tranche A | XS0363491829 |
| Series 36; Tranche B | XS0363492124 |